

MEMORANDUM OF UNDERSTANDING

THIS MEMORANDUM OF UNDERSTANDING is entered between TELCOM ENTERPRISES OF MISSISSIPPI, INC. (hereinafter "TEM") and ERIC CLARK in his official capacity as MISSISSIPPI SECRETARY OF STATE (hereinafter "SOS").

PARTIES

1. TEM is located at 2025 Shady Crest Drive, Birmingham, Alabama 35216, and at all times herein was a "professional fund raiser" as defined in the Mississippi Charitable Solicitations Act.
2. Eric Clark is the duly elected Secretary of State for the State of Mississippi.

JURISDICTION

3. The parties herein acknowledge and confess the jurisdiction of the Secretary of State as to the parties and the subject matter of this Memorandum of Understanding.

RECITALS

4. TEM acted as a professional fund raiser for Kids Wish Network (hereinafter "KWN"), a "charitable organization" as defined in the Mississippi Charitable Solicitations Act.
5. TEM, while soliciting contributions on behalf of KWN, (1) sent a pledge confirmation to a Mississippi resident, who did not agree to make any contributions, in violation of Section 79-11-519(3)(h) of the Mississippi Charitable Solicitations Act and (2) failed to include the language required on pledge confirmations in violation of Section 79-11-523(3) of said Act.

TERMS OF AGREEMENT

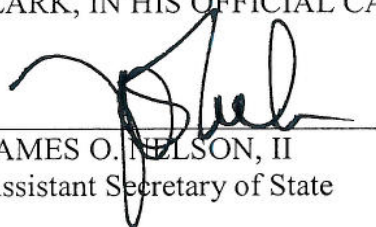
Now, therefore, in consideration of the foregoing and mutual promises and covenants contained herein, the parties agree as follows:

6. TEM agrees to pay SOS in the amount of Five Thousand Dollars (\$5,000.00) and agrees to remit payment to the "Mississippi Secretary of State" upon execution of this Memorandum of Understanding.
7. This Memorandum of Understanding resolves any and all of the allegations of the SOS known to the SOS up until the date of the execution of this agreement. TEM neither admits, nor denies the allegations of the


SOS. This matter was resolved between the parties without any actual proceedings or findings being made.

The parties herein acknowledge that they have read all the terms of this Memorandum of Understanding, that it is complete, and they agree to comply with all of the terms herein. The parties further agree that any change, modification or alteration of this document may only be done in writing agreed to by all parties.

ERIC CLARK, IN HIS OFFICIAL CAPACITY AS SECRETARY OF STATE

By:  Date: 6/28/06
JAMES O. NELSON, II
Assistant Secretary of State

TELCOM ENTERPRISES OF MISSISSIPPI, INC.

By:  Date: 6-28-06
SIGNATURE
Thomas T. Oster
PRINT NAME
Title: Pres